

**Exhibit B**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	<b>Chapter 11 Case No.</b>
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	<b>09-50026 (REG)</b>
	:	
Debtors.	:	<b>(Jointly Administered)</b>
	:	
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**ORDER AUTHORIZING THE DEBTORS TO REJECT  
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

Upon the motion, dated June 26, 2009 (the “**Motion**”), of General Motors Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 365(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) for authorization to reject certain unexpired leases (the “**Leases**”) listed on **Annex I** hereto, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors are hereby authorized to reject the Leases listed on **Annex I** attached hereto, as of June 30, 2009 (the “**Rejection Date**”); and it is further

ORDERED that upon service of this Order upon the counterparties to the Leases, the Leases shall be deemed rejected, effective as of the Rejection Date; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2009  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE

**Annex I**

	Landlord	Landlord Address	Property Location	Start Date	Termination Date	Rejection Date
1	Starwood Hotels & Resorts Worldwide, Inc.	Starwood Hotels & Resorts Worldwide, Inc. Attn: General Counsel 1111 Westchester Ave. White Plains, NY 10604-3500  Copy to: Newmark Knight Frank Global Management Services 125 Park Avenue New York, NY 10017 Attn: Rolla Eisner, Starwood Hotels Portfolio Administrator	2901 SW 149th Avenue Miramar, FL 33027	1/1/2008	12/31/2010	6/30/2009
2	RREEF America REIT Corp. II, c/o RREEF Mgmt. Co.	RREEF America REIT Corp. II, c/o RREEF Mgmt. Co. Five Piedmont Center, Ste. 310 3525 Piedmont Rd. Atlanta, GA 30305	1305 Chastain Road Kennesaw, GA 30144	1/1/2006	12/31/2010	6/30/2009